

COMPANY NUMBER: 03209508

HAWKSHEAD BREWERY LIMITED
(the “Company”)

WRITTEN RESOLUTION OF THE COMPANY

Circulation date: 25th July. 2023

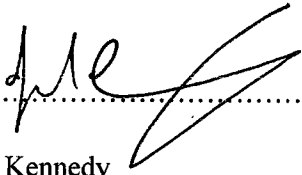
Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, it is proposed that the following resolution be passed as a special resolution (the “**Resolution**”):

Special Resolution	For	Against
<p>THAT the Articles of Association of the Company be amended by the addition of the following new Article 8(A) immediately after Article 8:</p> <p>"Without prejudice to the powers of the Company under the section 168 of companies act 2006 to remove a Director by Ordinary Resolution, the Members who for the time being hold more than one half of the Shares may, from time to time and at any time, appoint any person or persons as a Director or Directors and remove from office any Director (regardless of how he was appointed). Any such appointment or removal shall be made by notice in writing to the Company signed by the Member or Members giving it (or, in the case of a holder being a company, signed on its behalf by one of its directors) and shall take effect when the notice is delivered to the Company's registered office. The office of a Director shall be vacated if he is removed from office under this Article 8(B). Clause 84 of Table A shall be modified accordingly."</p>	X	

Please read the notes below before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company and an “eligible member” (as defined in section 289 of the Companies Act 2006) entitled to vote on the Resolution on the circulation date specified above, hereby irrevocably agrees to the Resolution as indicated above:

Signature:

.....

Name:

John Kennedy

For and on behalf of

**HALEWOOD ARTISANAL SPIRITS (UK)
LIMITED**

Date:

25TH July 2023

NOTES

1. If you wish to vote in favour of the Resolution please put an “X” in the For box next to the Resolution. If you wish to vote against the Resolution please put an “X” in the Against box next to the Resolution. Once you have indicated your voting intention please sign and date this document where indicated above and return it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything and you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke such agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed within 28 days of the circulation date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches the Company before or during this date.

THE COMPANIES ACT 1985 AND THE COMPANIES ACT 1989

A PRIVATE COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

HAWKSHEAD BREWERY LIMITED

(Adopted by special resolution passed on 30 April 2004 – Amended by special resolution passed on 25 July 2023)

PRELIMINARY

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (such Table being hereinafter referred to as "Table A") shall apply to the Company save in so far as they are excluded or varied hereby: that is to say, Clauses 8, 64, 73 to 75 (inclusive) of Table A shall not apply to the Company; and in addition to the remaining Clauses of Table A, as varied hereby, the following shall be the Articles of Association of the Company.

SHARE CAPITAL

2.
 - (B) At the date of the adoption of these Articles of Association there were 51 "A" Ordinary shares, 49 "B" Ordinary shares in issue and £25,000 redeemable preference shares.
 - (C) The "A" Ordinary and "B" Ordinary Shares shall rank pari passu in all respects subject to the rights and restrictions contained in these Articles of Association.
 - (D) The profits of the Company which are resolved to be divided amongst the Members in any year shall be applied in paying to the holders of the respective classes of shares dividends at such respective rates (if any) as the Company in General Meeting shall determine and so that a dividend or dividends may be declared on one or several classes of shares to the exclusion of any class or classes and that dividends at different rates may be declared on the respective classes of shares. The Directors may pay an interim dividend or dividends on one or several classes of shares to the exclusion of any class or classes and may pay interim dividends at different rates on the respective classes of shares. Clause 102 to 108 of Table A shall be modified accordingly.

SHARES

3.
 - (A) Subject to Sub-Article (B) hereof all Shares shall be under the control of the Directors and the Directors may allot, grant options over, or otherwise deal with or dispose of the same to such persons and generally on such terms and in such manner as they think fit.
 - (B) The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act to allot relevant securities (as defined in Section 80 of the Act) provided that the aggregate nominal value of such securities allotted pursuant to this authority shall not exceed the amount of the authorised share capital with which the Company is incorporated; and that this authority shall expire on the fifth anniversary of the incorporation of the Company unless varied or revoked or renewed by the Company in General Meeting.
 - (C) The Directors shall be entitled under the authority conferred by this Article to make at any time before the expiry of such authority any offer or agreement which will or may require relevant securities to be allotted after the expiry of such authority.
 - (D) In accordance with Section 91 of the Act, Section 89(1) and Section 90(1) to (6) of the Act shall not apply to any allotment of equity securities (as defined in Section 94 of the Act) by the Company.
4. The Company shall have a first and paramount lien on every Share (whether or not it is a fully paid Share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that Share and the Company shall also have a first and paramount lien on all Shares (whether fully paid or not) standing registered in the name of any person whether solely or as one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share shall extend to any dividend or other amount payable in respect thereof.
5. The rights of the "A" Ordinary £1 Shares and "B" Ordinary £1 shares as regards income, capital, voting and other rights, shall (subject to Article 5(d)) be unrestricted.
6. The rights attaching to the redeemable preference shares are as follows:-
 - As regard income the Preference Shares carry no rights to a dividend;
 - As regards capital, the redeemable preference shares shall entitle the holder thereof on a winding up or on a reduction of capital involving a return of capital, pari passu with any further preference shares created to rank pari passu in priority to and in advance of any distribution, return of capital or other payment to the "A" and "B" shareholders
 - As regards voting, the preference shares shall not entitle the holder to receive notice of or to attend or vote at any general meeting of the company.

GENERAL MEETINGS

5. A notice convening a General Meeting shall in the case of special business specify the general nature of the business to be transacted; and Clause 38 of Table A shall be modified accordingly.
6. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the Directors and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.
7. Clause 41 of Table A shall be read and construed as if the last sentence ended with the words ", and if at the adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, the Meeting shall be dissolved".

DIRECTORS

8. Unless and until the Company in General Meeting shall otherwise determine, there shall not be any limitation as to the number of Directors. If and so long as there is a sole Director, he may exercise all the powers and authorities vested in the Directors by these Articles or Table A; and Clause 89 of Table A shall be modified accordingly.
- (A) Without prejudice to the powers of the Company under the section 168 of companies act 2006 to remove a Director by Ordinary Resolution, the Members who for the time being hold more than one half of the Shares may, from time to time and at any time, appoint any person or persons as a Director or Directors and remove from office any Director (regardless of how he was appointed). Any such appointment or removal shall be made by notice in writing to the Company signed by the Member or Members giving it (or, in the case of a holder being a company, signed on its behalf by one of its directors) and shall take effect when the notice is delivered to the Company's registered office. The office of a Director shall be vacated if he is removed from office under this Article 8(A). Clause 84 of Table A shall be modified accordingly.
9. The Directors shall not be subject to retirement by rotation; and Causes 76 to 80 (inclusive) of Table A shall be modified accordingly.
10. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue Debentures, Debenture Stock, and other Securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.
11. A Director may vote as a Director on any resolution concerning any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration; and Clause 94 of Table A shall be modified accordingly.

INDEMNITY

12. Subject to the provisions of the Act and in addition to such indemnity as is contained in Cause 118 of Table A, every Director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the execution and discharge of the duties of his office.

TRANSFER OF SHARES

13. The Directors may, in their absolute discretion, and without assigning any reason therefor, decline to register any transfer of any Share, whether or not it is a fully paid Share; and Clause 24 of Table A shall be modified accordingly.

SINGLE- MEMBER COMPANY

14. If, and for so long as, the Company has only one member, the following provisions shall apply-
- (A) One person entitled to vote upon the business to be transacted, being the sole member of the Company or a proxy for that member or (if such member is a corporation) a duly authorised representative of such member, shall be a quorum and Cause 40 of Table A shall be modified accordingly and Clause 41 of Table A shall not have effect;
 - (B) The sole member of the Company (or the proxy or authorised representative of the sole member representing that member at the relative general meeting) shall be the chairman of any general meeting of the Company and clause 42 of Table A shall be modified accordingly;
 - (C) A proxy for the sole member of the Company may vote on a show of hands and Clause 54 of Table A shall be modified accordingly; and
 - (D) All other provisions of these articles shall (in the absence of any express provision to the contrary) apply with such modification as may be necessary in relation to a company which has only one member.

NAMES AND ADDRESSES OF SUBSCRIBER

Norman Younger
39a Leicester Road
Salford
Manchester M7 4AS

Accountant

Dated 31 May 1996